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SECURITIES AND EXCHANGE COMMISSION

Proposed Collection; Comment Request

Upon Written Request, Copies Available From:  
Securities and Exchange Commission  
Office of FOIA Services  
100 F Street, NE  
Washington, DC 20549-2736

Extension: Rule 17Ac2-2 and Form TA-2

SEC File No. 270-298, OMB Control No. 3235-0337

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (“PRA”) (44 U.S.C. 3501 et seq.), the Securities and Exchange Commission (“Commission”) is soliciting comments on the existing collection of information provided for in Rule 17Ac2-2(17 CFR 240.17Ac2-2) and Form TA-2 under the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) (“Exchange Act”). The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

Rule 17Ac2-2 and Form TA-2 require registered transfer agents to file an annual report of their business activities with the Commission. These reporting requirements are designed to ensure that all registered transfer agents are providing the Commission with sufficient information on an annual basis about the transfer agent community and to permit the Commission to effectively monitor business activities of transfer agents.

The amount of time needed to comply with the requirements of amended Rule 17Ac2-2 and Form TA-2 varies. Of the total 429 registered transfer agents, approximately 9.1% (or 39 registrants) would be required to complete only questions 1 through 3 and the signature section of amended Form TA-2, which the Commission estimates would take each registrant approximately 30 minutes, for a total burden of 19.5 hours (39 x .5 hours). Approximately 26.7% of registrants (or 115 registrants) would be required to answer questions 1 through 5, question 11 and the signature section, which the Commission estimates would take approximately 1 hour and 30 minutes, for a total of 172.5 hours (115 x 1.5 hours).

Approximately 64.2% of the registrants (or 275 registrants) would be required to complete the entire Form TA-2, which the Commission estimates would take approximately 6 hours, for a total of 1,650 hours (275 x 6 hours). The aggregate annual burden on all 429 registered transfer agents is thus approximately 1,842 hours (19.5 hours + 172.5 hours + 1,650 hours) and the average annual burden per transfer agent is approximately 4.3 hours (1,842 ÷ 429).

Written comments are invited on: (a) whether the proposed collection of information is necessary for the proper performance of the functions of the Commission, including whether the information shall have practical utility; (b) the accuracy of the Commission's estimates of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information on respondents; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information under the PRA unless it displays a currently valid OMB control number.

Please direct your written comments to: Pamela Dyson, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street, NE, Washington, DC 20549, or send an e-mail to: [PRA-Mailbox@sec.gov](mailto:PRA-Mailbox@sec.gov).

Dated:  
February 23, 2015.

Jill M. Peterson,  
Assistant Secretary.

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